

HOGAN & HARTSON

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MCLEAN, VIRGINIA 22102
703/648-2600

OCT 2 1992-8 PM

INTERSTATE COMMERCE COMMISSION

October 2, 1992

Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423
ATTN: Mrs. Mildred Lee

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INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two notarized photostatic copies of the following documents:

1. Eighth Supplemental Trust Agreement executed by Union Tank Car Company, as Company, and The First National Bank of Chicago, as Trustee, dated August 31, 1992.
2. Bill of Sale executed by Union Tank Car Company, as Company, and The First National Bank of Chicago, as Trustee, dated September 18, 1992.

A description of the railroad equipment covered by the enclosed document is set forth in Schedules A and B to the Equipment Trust Agreement.

These documents are to be filed in Recordation No. 9911. The enclosed Trust Agreement is an amendment to the Equipment Trust Agreement dated December 1, 1978.

The names and addresses of the aforementioned parties to the enclosed documents are:

Union Tank Car Company
39 South LaSalle Street
Chicago, Illinois 60603

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The First National Bank of Chicago
One First National Plaza
Suite 0126
Chicago, Illinois 60670-0126

Enclosed is a check in the amount of \$32.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped photostatic copies of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions which you may have concerning the above.

Sincerely,


Peter F. Rousselot

Enclosures

cc: Patrick J. Allen, Esq.
Sheila Glancy, Esq.

99118

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INTERSTATE COMMERCE COMMISSION

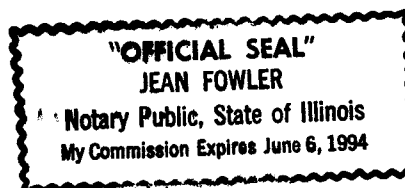
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated September 18, 1992 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 18th day of September, 1992.


Notary Public



99118

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement
Dated as of December 1, 1978
(Series P-2)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 1, 1978, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of September 18, 1992.

THE FIRST NATIONAL BANK OF CHICAGO

By: James C. McQuinn

(CORPORATE SEAL)

Attest:

SmcGraw
Its Trust Office

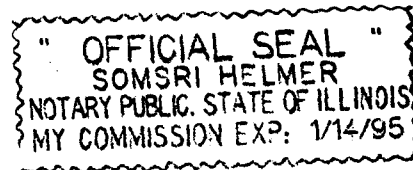
STATE OF ILLINOIS) ss
COUNTY OF COOK)

On this 18th day of September, 1992, before me, a Notary Public in and for said State and County, personally appeared Janice Ott Kolonn and S. McGrath, to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Sammi Helmer

Notary Public

My Commission Expires:



SCHEDULE B
EQUIPMENT TRUST
P02

PAGE

1

| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101700 | QC 074600 |
| WCTR101701 | |
| WCTR101702 | QC 074573 |
| WCTR101703 | |
| WCTR101704 | |
| WCTR101705 | |
| WCTR101706 | QC 074598 |
| WCTR101707 | |
| WCTR101708 | |
| WCTR101709 | QC 074580 |
| WCTR101710 | QC 074578 |
| WCTR101711 | |
| WCTR101712 | |
| WCTR101713 | |
| WCTR101714 | QC 074413 |
| WCTR101715 | |
| WCTR101716 | QC 074554 |
| WCTR101717 | QC 074566 |
| WCTR101718 | |
| WCTR101719 | |
| WCTR101720 | |
| WCTR101721 | |
| WCTR101722 | |
| WCTR101723 | QC 074570 |
| WCTR101724 | QC 074415 |
| WCTR101726 | |
| WCTR101727 | |
| WCTR101728 | |
| WCTR101729 | QC 074603 |
| WCTR101730 | QC 074586 |
| WCTR101731 | |
| WCTR101732 | QC 074538 |
| WCTR101733 | |
| WCTR101734 | |
| WCTR101735 | QC 074557 |
| WCTR101736 | QC 074555 |
| WCTR101737 | |
| WCTR101740 | QC 074577 |
| WCTR101741 | QC 074592 |
| WCTR101742 | QC 074536 |
| WCTR101743 | |
| WCTR101744 | |
| WCTR101745 | QC 074604 |
| WCTR101746 | QC 074420 |
| WCTR101747 | |
| WCTR101748 | |
| WCTR101749 | QC 074563 |
| WCTR101750 | |
| WCTR101751 | |
| WCTR101752 | QC 074426 |

SCHEDULE B
EQUIPMENT TRUST
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| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101753 | QC 074447 |
| WCTR101755 | QC 074534 |
| WCTR101756 | |
| WCTR101757 | |
| WCTR101758 | |
| WCTR101759 | |
| WCTR101760 | |
| WCTR101761 | |
| WCTR101762 | |
| WCTR101763 | QC 074575 |
| WCTR101764 | |
| WCTR101765 | |
| WCTR101766 | |
| WCTR101767 | |
| WCTR101769 | |
| WCTR101770 | |
| WCTR101771 | |
| WCTR101772 | |
| WCTR101773 | QC 074424 |
| WCTR101774 | QC 074605 |
| WCTR101775 | QC 074540 |
| WCTR101776 | QC 074543 |
| WCTR101777 | |
| WCTR101778 | QC 074589 |
| WCTR101779 | QC 074531 |
| WCTR101780 | QC 074530 |
| WCTR101781 | QC 074549 |
| WCTR101782 | |
| WCTR101783 | QC 074445 |
| WCTR101784 | |
| WCTR101785 | |
| WCTR101786 | |
| WCTR101787 | QC 074526 |
| WCTR101788 | |
| WCTR101789 | QC 074606 |
| WCTR101790 | QC 074545 |
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| WCTR101799 | QC 074529 |
| WCTR101800 | QC 074547 |
| WCTR101801 | QC 074546 |
| WCTR101802 | QC 074449 |
| WCTR101803 | QC 074556 |
| WCTR101804 | QC 074425 |

SCHEDULE B
EQUIPMENT TRUST
P02

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| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101805 | |
| WCTR101806 | |
| WCTR101807 | |
| WCTR101808 | |
| WCTR101809 | QC 074430 |
| WCTR101810 | QC 074583 |
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| WCTR101812 | |
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| WCTR101814 | |
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| WCTR101819 | QC 074532 |
| WCTR101820 | |
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| WCTR101823 | |
| WCTR101824 | QC 074537 |
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| WCTR101826 | |
| WCTR101827 | QC 074588 |
| WCTR101828 | QC 074596 |
| WCTR101829 | QC 074551 |
| WCTR101830 | QC 074427 |
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| WCTR101832 | QC 074544 |
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| WCTR101834 | QC 074579 |
| WCTR101835 | QC 074561 |
| WCTR101836 | QC 074446 |
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| WCTR101846 | QC 074440 |
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| WCTR101849 | |
| WCTR101850 | QC 074574 |
| WCTR101851 | |
| WCTR101853 | |
| WCTR101854 | QC 074594 |
| WCTR101855 | |

SCHEDULE B
EQUIPMENT TRUST
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| WCTR CAR | NEW NUMBER |
|-------------|---------------|
| WCTR101856 | |
| WCTR101857 | |
| WCTR101858 | QC 074527 |
| WCTR101859 | QC 074587 |
| WCTR101860 | QC 074581 |
| WCTR101862 | |
| WCTR101863 | QC 074525 |
| WCTR101864 | |
| WCTR101865 | QC 074441 |
| WCTR101866 | |
| WCTR101867 | QC 074584 |
| WCTR101868 | QC 074571 |
| WCTR101869 | |
| WCTR101870 | QC 074582 |
| WCTR101871 | QC 074539 |
| WCTR101872 | |
| WCTR101873 | |
| WCTR101874 | QC 074562 |
| WCTR101875 | |
| WCTR101876 | QC 074597 |
| WCTR101877 | QC 074558 |
| WCTR101878 | |
| WCTR101879 | |
| WCTR101881 | QC 074565 |
| WCTR101882 | QC 074550 |
| WCTR101883 | |
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| WCTR101885 | QC 074541 |
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| WCTR101887 | |
| WCTR101888 | QC 074448 |
| WCTR101889 | QC 074552 |
| WCTR101890 | QC 074444 |
| WCTR101891 | QC 074443 |
| WCTR101893 | QC 074564 |
| WCTR101894 | QC 074595 |
| WCTR101895 | QC 074559 |
| WCTR101896 | QC 074528 |
| WCTR101897 | |
| WCTR101898 | |
| WCTR101899 | |